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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER COMPROMISING AND
ALLOWING ADMINISTRATIVE CLAIM OF VERIZON SERVICES CORP.**

MobileAria, Inc. and Delphi Automotive Systems LLC ("DAS LLC"),
debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), and
Verizon Services Corp. ("Claimant") respectfully submit this Joint Stipulation And
Agreed Order Compromising And Allowing Administrative Claim of Verizon Services
Corp. (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed
voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§

101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York;

WHEREAS, on September 25, 2007, Verizon filed its Original Motion for allowance of an administrative expense claim (the "Original Claim") and on December 18, 2007, Verizon filed its Amended Motion for allowance of an administrative expense claim (the "Amended Claim" and together with the Original Claim, the "Claim");

WHEREAS, on January 25, 2008, this Court entered its Findings of Fact, Conclusion of Law, and Order under 11 U.S.C § 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-in-Possession, as modified (the "Plan");

WHEREAS, on April 14, 2008, to resolve the Claim, MobileAria, DAS LLC and Claimant entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, MobileAria and DAS LLC acknowledge and agree that the Claim shall be allowed against MobileAria in the amount of \$25,000 as an administrative claim against MobileAria pursuant to 11 U.S.C. §§ 503(b) and 507(a)(1); and

WHEREAS, MobileAria and DAS LLC are authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Claimant stipulate and agree as follows:

1. The Settlement Agreement is binding on both the Debtors and the Claimant.

2. The Claim shall be allowed in the amount of \$25,000 and shall be treated as an administrative claim against MobileAria pursuant to 11 U.S.C. §§ 503(b) and 507(a)(1), which shall be paid pursuant to and in accordance with Article 2.1 of the Plan using the following wire instructions:

Wachovia Bank Of North Carolina
ABA/Routing: 053000219
Account: 2023720502300
Account Name: Verizon Communications
Physical Bank Address: 1525 West WT Harris Blvd., Charlotte, NC
28262.

3. The Claim, except as allowed herein and in the Settlement Agreement, is hereby deemed withdrawn.

4. The Settlement Agreement does not impact, alter or affect any other claims that Claimant has filed or owns against the Debtors and relates solely to those matters arising out of or related to the Claim and that certain MobileAria Sale Order dated July 21, 2006.

Dated: New York, New York
April 14, 2008

MOBILEARIA, INC. AND DELPHI
AUTOMOTIVE SYSTEMS LLC,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,

TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Atlanta, Georgia
April 10, 2008

VERIZON SERVICES CORP.
By its Counsel,
ARNALL GOLDEN GREGORY LLP
By:

/s/ Darryl S. Laddin
DARRYL S. LADDIN (DL-5130)
FRANK N. WHITE
171 17th Street NW, Suite 2100
Atlanta, Georgia 30363-1031
(404) 873-8500

SO ORDERED

This 18th day of April, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE